

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of ordinary shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

LOCHARD ENERGY GROUP PLC
(incorporated and registered in England and Wales with registered no. 05209284)

Notice of Requisitioned Extraordinary General Meeting

and

**Unanimous Recommendation of the Independent Directors to
Vote AGAINST the Requisitioned Resolutions**

Your attention is drawn to the letter from the board of directors of Lochard Energy Group PLC which is set out on pages 3 to 7 of this document in which the independent directors recommend that you vote AGAINST each resolution proposed for consideration at the Extraordinary General Meeting referred to below. This document should be read as a whole.

A notice of an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Lochard Energy Group PLC to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10:00 a.m. on Friday 13 April 2012 is set out at the end of this document (the “**Notice of Meeting**”).

Holders of ordinary shares in the Company (the “**Shareholders**”) are requested to complete and return the enclosed form of proxy (the “**Form of Proxy**”) for use at the Extraordinary General Meeting. To be valid, the Form of Proxy should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 10.00 a.m. on Wednesday 11 April 2012. Completion of a Form of Proxy will not prevent a Shareholder from attending the Extraordinary General Meeting and voting in person.

Holders of CHES Depository Interests (“**CDI**”) are invited to attend but are not entitled to vote personally at the Extraordinary General Meeting. Chess Depository Nominees Pty Ltd (“**CDN**”) holds legal title in the Company’s shares for and on behalf of CDI holders. As the holders of beneficial interest in the Company’s shares that are held by CDN, CDI holders should direct CDN on how to vote with respect to the resolutions described in the Notice of Meeting. CDN must exercise its rights to vote by proxy at the Extraordinary General Meeting in accordance with the directions of CDI holders.

CDI holders should complete the form of notice of direction for use by holders of CDIs in connection with the Extraordinary General Meeting provided with this Notice of Meeting (the “**CDI Notice of Direction Form**”) and return it to Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia no later than 10.00 am (Perth, Western Australia time) on Tuesday 10 April 2012.

THE INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND YOU TO VOTE LIKE THIS AGAINST THE REQUISITIONED RESOLUTIONS:

ORDINARY RESOLUTIONS	For	Against	Withheld
Resolution 1 - (Removal of Haydn Gardner)		X	
Resolution 2 – (Removal of Lincoln McCrabb)		X	

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EXPECTED TIMETABLE

Latest time and date for receipt of CDI Notice of Direction Form	10.00 am (Perth, Western Australia time) on Tuesday 10 April 2012
Latest time and date for receipt of Forms of Proxy	10.00 am on Wednesday 11 April 2012
Date and time of Extraordinary General Meeting	10.00 am on Friday 13 April 2012

Note:

Each of the times and dates above are indicative only and subject to change without consultation. If any of the above times and/or dates change, the revised times and/or dates will be notified by announcement on a Regulatory Information Service.

References in this document to time are to London time, unless specified otherwise.

LETTER FROM THE BOARD OF LOCHARD ENERGY GROUP PLC

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales with registered no: 05209284)

Directors:
Haydn L Gardner
Lincoln McCrabb
Michael Rose

(Chief Executive Officer)
(Non-Executive Director)
(Non-Executive Director)

Registered Office
15 Appold Street
London
EC2A 2HB

16 March 2012

To Shareholders and for information only to holders of options or warrants over Ordinary Shares

Dear Shareholder

Notice of Requisitioned Extraordinary General Meeting and Unanimous Recommendation of the Independent Directors to Vote AGAINST the Requisitioned Resolutions

Introduction

Lochard Energy Group PLC (the “**Company**”) announced on 29 February 2012 that it had received, on 27 February 2012, a notice dated 17 February 2012 requisitioning an Extraordinary General Meeting of the Company (the “**Requisition Notice**”) from Nortrust Nominees Limited, acting as nominee of Strathclyde Pension Fund Limited (“**Strathclyde**” or the “**Requisitioning Shareholder**”). Strathclyde is a member of the Company holding, via Nortrust Nominees Limited, 18,629,715 ordinary shares of £0.05 each in capital of the Company, representing approximately 6.25 per cent. of the paid up share capital of the Company. Strathclyde is a managed fund of Henderson Global Investors Limited (“**Henderson**”).

In accordance with section 303 of the Companies Act 2006 (the “**Act**”), the board of directors of the Company (the “**Board**”) is required to call a general meeting if it receives a request from members representing at least 5 per cent. of such of the paid up capital of the Company as carries voting rights at general meetings of the Company.

The purpose of this letter is to provide Shareholders with details of the resolutions that are to be put to the Shareholders at the Extraordinary General Meeting (the “**Requisitioned Resolutions**”), and sets out the response of the Board to the Requisitioned Resolutions.

As set out below, the independent directors believe that the Requisitioned Resolutions are not in the best interest of the Company and Shareholders as a whole and, therefore, recommend that you vote AGAINST each Requisitioned Resolution at the Extraordinary General Meeting, as they propose to do, or procure be done, in respect their own and their connected persons’ beneficial shareholdings.

Extraordinary General Meeting

A notice convening the Extraordinary General Meeting to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10.00 am on Friday 13 April 2012 is set out at the end of this document.

The Requisition Notice proposes the following Requisitioned Resolutions as ordinary resolutions:

- (i) That Mr Haydn Gardner be removed from his office as director of the Company in accordance with section 168(1) of the Companies Act 2006 with immediate effect (the “**First Requisitioned Resolution**”); and

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(ii) That Mr Lincoln McCrabb be removed from his office as director of the Company in accordance with section 168(1) of the Companies Act 2006 with immediate effect (the “**Second Requisitioned Resolution**”).

Key reasons why Shareholders should vote AGAINST the Requisitioned Resolutions

- **The Board believes that the Company is successfully executing its current strategy and this will create value for all Shareholders.**
- **The Company is progressing various matters, the outcome of which will have material consequences for the future success of the Company. Now is not the time to remove directors with relevant experience from the Company given the timing of these very high impact events including:**
 - the completion of the Athena development and production of first oil;
 - the negotiation of the farm-out of the Thunderball and Moby discoveries;
 - the resolution of the legal dispute between Zeus Petroleum Limited (“**Zeus**”), the Company’s wholly owned subsidiary, and Senergy UK Limited (“**Senergy**”), further details of which are set out in the Company’s results for the six months ended 31 December 2011 released on 29 February 2012; and
 - ensuring that the Company optimises the deferred payment from the sale of the Company’s drilling fluids business (the “**Fluid Business**”).
- **The Requisitioning Shareholder (a Henderson managed fund) has neither provided the Company with any formal reasons for proposing the Requisitioned Resolutions nor proposed any alternative strategy.**
- **The Board believes that the removal of the Mr Gardner (the Company’s chief executive director) and Mr McCrabb (non-executive director) at this time could have adverse consequences for the Company which may affect the near and long term value for Shareholders.**
- **It is the belief of the Board that Henderson, the Company’s largest shareholder, (through the Requisitioning Shareholder together with other managed funds of Henderson) is proposing to remove the sole executive director (which would leave it without any executive function) and requisition a further meeting of the Company’s shareholders pursuant to section 303 of the Act to propose ordinary resolutions to effect the re-appointment of James Brooke and Peter Youd as directors of the Company, further detail of which is provided on page 6 below, in order to seek to exercise an inappropriate level of influence over the Board and its strategy and is jeopardising the Company’s independence and future.**

Board’s response

The Company has a clear publicly stated strategy which the Board believes it is successfully executing. This strategy is:

- to be a pure exploration and production oil and gas company;
- to complete the Athena development and production of first oil; and
- to negotiate the farm out and appraisal of the Company’s Thunderball and Moby discoveries.

The Board has successfully refocused the Company as a pure exploration and production oil and gas company following the disposal of the Fluid Business. The Company expects to receive the remaining deferred consideration from the Fluid Business in May of this year, and this is currently expected to amount to approximately AUS\$11.84 million (risky).

Additionally, the Athena development is nearing completion with the production of first oil expected in Q2 2012 and the Company expects its initial share of oil production to be around 2200 bbls/day

The Company continues to actively seek farm-in partners to drill the Thunderball discovery, and discussions with interested parties are continuing. The recently acquired seismic data on the Moby discovery is being interpreted, and the Company expects to open a data room to market the prospect in April 2012.

The Requisitioning Shareholder (a Henderson managed fund) has neither provided the Company with any formal reasons for proposing the Requisitioned Resolutions nor proposed any alternative strategy.

The Board is confident of continuing to successfully execute the strategy set out above and is concerned that the Company would be left with a lack of strategic focus should the Requisitioned Resolutions be passed.

It is the belief of the Board that Henderson, the Company's largest shareholder, (through the Requisitioning Shareholder together with other managed funds of Henderson) is proposing to remove the sole executive director (which would leave it without any executive function) and requisition a further meeting of the Company's shareholders pursuant to section 303 of the Act to propose ordinary resolutions to effect the re-appointment of James Brooke and Peter Youd as directors of the Company, further detail of which is provided below, in order to seek to exercise an inappropriate level of influence over the Board and its strategy and is jeopardising the Company's independence and future. With this in mind, the Directors have requested that Henderson enter into a relationship agreement in order to assure the Company that it will preserve the independence of the Company and not seek to abuse its significant voting influence over the Company.

The Board believes that the removal of the Mr Gardner (the Company's chief executive director) and Mr McCrabb (non-executive director) at this time could have adverse consequences for the Company which may affect the near and long term value for Shareholders

The Board is concerned about the adverse consequences to the Company from having no executive function.

As Shareholders may be aware, the Company is progressing various matters, the outcome of which will have material consequences for the future success of the Company. These matters are as follows:

- the completion of the Athena development and first oil production;
- the negotiation of the farm-out of the Thunderball and Moby discoveries;
- the resolution of the legal dispute between Zeus and Senergy, further details of which are set out in the Company's results for the six months ended 31 December 2011 released on 29 February 2012; and
- ensuring that the Company optimises the deferred payment from the sale of the Fluids Business.

These matters currently require significant executive management time and input. The Board is concerned that should the Requisitioned Resolutions be passed, the Company would lack the executive function to conclude these matters.

Second requisition

On 9 March 2012, the Company further announced that, on 6 March 2012, the Board received a notice dated 5 March 2012 from Nortrust Nominees Limited, acting as nominee of Strathclyde, requisitioning a further meeting of the Company's shareholders (the "**Second Requisition**") pursuant to section 303 of the Act. The Second Requisition proposes ordinary resolutions to effect the re-appointment of Peter Youd and James Brooke as directors of the Company.

On the basis that the Second Requisition is not withdrawn, the Company is required, no later than 21 days from the date of receipt of the Second Requisition, to post a notice to all Shareholders convening a general meeting no later than 28 days after the date of such notice. The Company is

required to hold the general meeting no later than Monday 23 April 2012 (assuming the Company takes the maximum period allowed to post a notice to all Shareholders).

Your Board proposes to circulate notice of a separate extraordinary general meeting in respect of the resolutions proposed in the Second Requisition within the time period allowed under the Act.

Conclusion

The Board's objective has always been to do what is in the best interests of the Company and its Shareholders as a whole. The Company has followed a clear strategy which the Board believes is being successfully executed. The removal of the executive function of the Company at a critical time would, in the view of the Board, be damaging to the Company and its Shareholders as a whole.

Action to be taken

THE INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND YOU TO VOTE LIKE THIS AGAINST THE REQUISITIONED RESOLUTIONS:

ORDINARY RESOLUTIONS	For	Against	Withheld
Resolution 1 - (Removal of Haydn Gardner)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – (Removal of Lincoln McCrabb)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Shareholders will find a Form of Proxy enclosed with this document for use at the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 10.00 am on Wednesday 11 April 2012, being 48 hours before the time appointed for holding the Extraordinary General Meeting. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

CDI holders will find a CDI Form of Direction Form enclosed with this Notice of Meeting. To be valid and so CDI exercises its rights to vote by proxy at the Extraordinary General Meeting in accordance with the directions of CDI holders, completed CDI Form of Direction Forms must be received by Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia no later than 10.00 am (Perth, Western Australia time) on Tuesday 10 April 2012. CDI holders are invited to attend but are not entitled to vote personally at the Extraordinary General Meeting.

Independent Directors' Recommendation

In the case of the First Requisitioned Resolution proposing the removal of Haydn Gardner, the independent directors, being Michael Rose and Lincoln McCrabb, believe that such First Requisitioned Resolution is not in the best interest of the Company and Shareholders as a whole and, therefore, recommend that you vote AGAINST the First Requisitioned Resolution at the Extraordinary General Meeting. They consider Haydn Gardner to be a valuable member of the Board and continue to have full confidence in him.

Haydn Gardner has not taken part in discussions surrounding the First Requisitioned Resolution.

In the case of the Second Requisitioned Resolution proposing the removal of Lincoln McCrabb, the independent directors, being Michael Rose and Haydn Gardner, believe that such Requisitioned Resolution is not in the best interest of the Company and Shareholders as a

whole and, therefore, recommend that you vote AGAINST the Second Requisitioned Resolution at the Extraordinary General Meeting. They consider Lincoln McCrabb to be a valuable member of the Board and continue to have full confidence in him.

Lincoln McCrabb has not taken part in discussions surrounding the Second Requisitioned Resolution.

The Board intends to vote against, or procure that votes be placed against, the Requisitioned Resolutions to be proposed at the Extraordinary General Meeting, in respect of their own and their connected persons' beneficial shareholdings.

Yours sincerely,

Board of Lochard Energy Group PLC

LOCHARD ENERGY GROUP PLC
(the 'Company')

(incorporated and registered in England and Wales with registered no: 05209284)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 10:00 am on Friday 13 April 2012 at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB.

You will be asked to consider and vote on the resolutions below, which are being proposed as ordinary resolutions.

Ordinary Resolutions

1. **THAT** Mr Haydn Gardner be removed from his office as director of the Company in accordance with section 168(1) of the Companies Act 2006 with immediate effect.
2. **THAT** Mr Lincoln McCrabb be removed from his office as director of the Company in accordance with section 168(1) of the Companies Act 2006 with immediate effect.

By Order of the Board

Adrian Bowers
Company Secretary
Dated 16 March 2012

Registered Office:
15 Appold Street
London
EC2A 2HB

Notes:

1. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal, or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (or faxed to Computershare Investor Services PLC on +44 (0)870 703 6116) in accordance with the instructions printed thereon so as to be received not less than 48 hours before the time of the meeting or any adjournment thereof. Any alteration to the form of proxy must be initialled.
5. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Registrars of the Company, Computershare Investor Services PLC (on telephone number +44 (0)870 707 1256).
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which

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means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

8. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. Any alterations made to this form should be initialled.
10. The completion and return of this form will not preclude a holder from attending, speaking and voting in person at the meeting. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.
11. As at the date of this Notice of Meeting the Company's issued share capital comprised 297,865,616 ordinary shares of 5 pence each. Each share carries one vote.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 05209284)

**FORM OF PROXY
for use by shareholders at the Extraordinary General Meeting
to be held on Friday 13 April 2012**

I/We, the undersigned shareholder(s) of Lochard Energy Group PLC (the “**Company**”) hereby appoint the Chairman of the Extraordinary General Meeting * (see note 1) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB on Friday 13 April 2012 at 10.00 am and at any adjournment thereof.

Please indicate with an “X” in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

ORDINARY RESOLUTIONS

	For	Against	Withheld
Resolution 1 - (Removal of Haydn Gardner)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – (Removal of Lincoln McCrabb)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) Dated

Name:
(in block capitals)

Address
.....

Initials and surnames of joint holders if any

Notes:

- *If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words “Chairman of the Meeting” and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
- As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
- In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
- In the case of a corporation, this form must be expressed to be executed by the corporation and must be executed under its common seal, on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- To be valid, this form and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (or faxed to Computershare Investor Services PLC on +44(0)870 703 6116) in accordance with the

instructions printed thereon so as to be received not less than 48 hours before the time of the meeting or any adjournment thereof. Any alteration to this form must be initialled.

6. The completion and return of a form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Registrars of the Company, Computershare Investor Services PLC (on telephone number +44 (0)870 707 1256).
8. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. Any alterations made to this form should be initialled.
11. The completion and return of this form will not preclude a holder from attending, speaking and voting in person at the meeting. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.
12. As at the date of this Notice of Meeting the Company's issued share capital comprised 297,865,616 ordinary shares of 5 pence each. Each share carries one vote.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 05209284)

CDI NOTICE OF DIRECTION FORM

Holder Name _____

[CDI Holder Ref No] _____
Address _____

Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests (**CDI**) of Lochard Energy Group PLC hereby direct CHESS Depository Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our holding at the Extraordinary General Meeting of Lochard Energy Group PLC to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10.00 am on Friday 13 April 2012 and at any adjournment of that meeting.

By execution of this CDI Notice of Direction Form, the undersigned hereby authorises CDN to appoint such proxies or their substitutes to vote as directed or in their discretion (as the case may be) on such business as may properly come before the meeting.

Please indicate with an "X" in the appropriate boxes below how CDN should vote and then sign in the space provided below. If no specific direction as to voting is given, CDN may vote or abstain at its discretion.

ORDINARY RESOLUTIONS	For	Against	Withheld
Resolution 1 - (Removal of Haydn Gardner)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - (Removal of Lincoln McCrabb)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Securityholder(s) *This section must be completed.*

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Company Secretary</p> <p>Print Name _____</p> <p>Contact Name _____</p>	<p>Individual or Securityholder 2</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director</p> <p>Print Name _____</p> <p>Contact Daytime Telephone _____</p>	<p>Individual or Securityholder 3</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director/Company Secretary</p> <p>Print Name _____</p> <p>Date ___/___/___</p>
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For your vote to be effective, it must be received by 10.00 am (Perth, Western Australian time) on Tuesday 10 April 2012

How to Vote on Items of Business

You can vote by completing, signing and returning your Notice of Direction Form. This form gives your voting instructions to CHESSE Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESSE Depository Nominees Pty Ltd enough time to tabulate all CDI votes and execute the voting instructions.

Signing Instructions

Individual: Each securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory. ie Sole Director, Sole Company Secretary or Director and Company Secretary.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.